

BALL JANIK LLP

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LOUIS E. GITOMER
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April 14, 1999

RECORDATION NO. 9366-E FILED

APR 14 '99

2-45 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a secondary document, dated April 7, 1999. The primary document to which this is connected is recorded under Recordation No. 9366. We request that this document be recorded under Recordation No. 9366-E.

The name and address of the party to the Bill of Sale is:

Seller:

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890-0001

A description of the equipment covered by the Bill of Sale consists of 100 5250 cubic foot covered hopper cars numbered DAX 2001-2100, inclusive.

A fee of \$26.00 is enclosed. Please return the original to:

BALL JANIK LLP

Honorable Vernon A. Williams

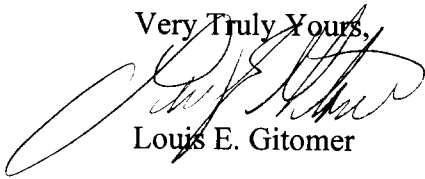
April 14, 1999

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Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Bill of Sale by
Wilmington Trust Company, 1100 North Market Street, Wilmington, DE 19890-0001, consisting
of 100 5250 cubic foot covered hopper cars numbered DAX 2001-2100, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO.

FILED

BILL OF SALE

APR 14 '99

2-45 PM

In consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Wilmington Trust Company, successor to Bank of America, successor to Trust Company for USL, Inc., not in its individual capacity but solely as Trustee (the "Seller"), under the Trust Agreement dated as of April 1, 1978, between Trustee and GATX Capital Corporation, successor to USL Capital Corporation, as Agent, and Manufacturer's Hanover Leasing International Corp., successor to Chemical Corporation, as Trustor, hereby sells, grants, transfers and delivers all its right, title and interest in and to the cars described in the attached Exhibit A (the "Cars") to General American Transportation Corporation (the "Buyer"), its successors and assigns, to have and to hold forever. The Cars are sold "AS IS" and "WHERE IS". The description of the Cars is for the sole purpose of identification and is not part of the basis of the bargain.

Seller hereby warrants that it is transferring title to the Cars hereunder free and clear of all liens created by Seller other than any claims, liens, security interest or other encumbrances which are related to that certain Equipment Lease, dated as of April 1, 1978, between Seller as lessor, and Occidental Chemical Corporation, successor to Diamond Shamrock Corporation, as lessee, and any amendments, supplements or schedules thereto. Seller additionally warrants that it has the right to sell the Cars.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED. SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE CARS, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR ANY USE, DESIGN OR CONDITION OF, VALUE OR OPERATION OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP OR THE ABSENCE OF ANY LATENT OR OTHER DEFECT IN THE CARS, COMPLIANCE OF THE CARS OR ANY PORTION OR PART THEREOF WITH ANY APPLICABLE LAWS OR REGULATIONS OR ANY OTHER MATTER, WHETHER SIMILAR OR DISSIMILAR TO THE FOREGOING, IT BEING UNDERSTOOD THAT ALL SUCH DISCLAIMED RISKS ARE TO BE BORNE SOLELY BY THE BUYER.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on
April 7, 1999

Wilmington Trust Company, not in its
individual capacity but solely as Trustee

By: J.B. Feil
Title: Financial Services Officer

State of Delaware)

County of New Castle)

On April 7, 1999, before me, SALLIE V. PEET Notary Public,

personally appeared, JOSEPH B. FEIL, personally known to me or proved to
me on the basis of satisfactory evidence to be the person whose name is subscribed to the
within instrument and acknowledged to me that he/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Sallie V. Peet
Notary Public

SALLIE V. PEET
NOTARY PUBLIC

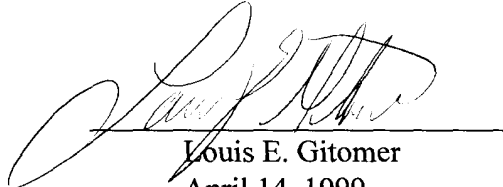
MY COMMISSION EXPIRES JULY 12, 2000

EXHIBIT A

100 5250 cubic foot covered hopper cars numbered DAX 2001-2100, inclusive.

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale dated April 7, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
April 14, 1999